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YGEIA CONSULTING GROUP, INC.**

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
YGEIA CONSULTING GROUP, INC.
Document Number P14000052284**

FILED
2015 JAN 23 PM 1:15
TALLAHASSEE, FL
SECRETARY OF STATE

The undersigned, being the Chief Executive Officer and Chairman of the Board of Directors of YGEIA Consulting Group, Inc., a Florida corporation, hereby certifies that the following Amendment to the Corporation's Articles of Incorporation has been adopted by the shareholders and the Board of Directors of the Corporation via unanimous written action without a meeting on January 21, 2015 with each director of the Company waiving notice of the meeting.

ARTICLE IV

Capital Stock

A. COMMON STOCK: The aggregate number of shares of common stock (the "Common Stock") authorized to be issued by this Corporation shall be 500,000,000, with a par value of \$0.0001 per share. Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

B. PREFERRED STOCK: The Corporation is authorized to issue One hundred million (100,000,000) shares of \$0.0001 par value preferred stock (the "Preferred Stock"). The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series in addition to those set forth below and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares maybe called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially

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cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The aggregate par value of both of which is \$60,000.

C. CERTIFICATE OF DESIGNATION, SERIES A PREFERRED STOCK

1. **DESIGNATION.** This class of stock of this Corporation shall be named and designated "Series A Preferred Stock". It shall have 10 shares authorized at \$0.0001 par value per share.

2. **CONVERSION RIGHTS.**-None

3. **ISSUANCE.** Shares of Series A Preferred Stock may only be issued as directed by a majority vote of the Board of Directors.

4. **VOTING RIGHTS.**

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of voting.

b. Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

The amendment was adopted by the shareholders and approved by the Board of Directors. The

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number of votes cast for the amendment was sufficient for approval.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Date: January 21, 2105

YGEIA CONSULTING GROUP, INC.

Tania Martin-Mercado
TANIA MARTIN-MERCADO (JUN 23, 2015)

/s/ Tania Martin-Mercado
Chairman of the Board of Directors

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**CONSENT TO ACTION BY SHAREHOLDER
OF YGEIA CONSULTING GROUP, INC.
WITHOUT A MEETING**

WHEREAS, Tania Martin-Mercado ("Shareholder"), is a shareholder of YGEIA Consulting Group, Inc., a Florida corporation (the "Company"), who holds 20,000,000 of the Company common stock (the "Common Stock"), and deems it appropriate to vote all of his/her shares of the Common Stock in favor of an amendment to the Company's Articles of Incorporation, and that such shareholder action shall occur pursuant to a written consent without a meeting in accordance with Florida Business Corporation Act.

NOW THEREFORE, pursuant to Florida Business Corporation Act, Shareholder hereby exercises his/her rights as a shareholder of the Company and consents to take this action without a meeting, waives notice of a meeting to take the corporate action set forth herein and votes all of his/her shares of Company Common Stock in favor of:

1. Amending the articles of incorporation to create a Series A Preferred Class of shares with super voting rights.
2. Filing such Articles of Amendment to the Company Articles of Incorporation with the Florida Secretary of State.

This Consent to Action by Shareholder Without A Meeting is hereby executed and delivered to the Company, and is dated and effective this 21st day of January, 2015.

Tania Martin-Mercado
Tania Martin-Mercado (Jan 23, 2015)

Printed Name: Tania Martin-Mercado

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**WRITTEN CONSENT TO ACTION
WITHOUT A MEETING
OF THE
BOARD OF DIRECTORS OF
YGELA CONSULTING GROUP, INC.**

WHEREAS, in furtherance of the business strategy of YGELA Consulting Group, Inc., a Florida corporation (the "Company") and in recognition of the Company's present circumstances, the Board of Directors has deemed it appropriate to create a designated class of preferred shares with super voting rights. Therefore be it

RESOLVED, that the Board of Directors hereby creates a Series A Class of Preferred Shares, par value \$0.0001 designation which are herein attached as Exhibit A; and be it further

RESOLVED, that the Chief Executive Officer and Secretary of the Company hereby are, and each of them with the full authority to act without the others hereby is, authorized, in the name and on behalf of the Company, to execute all other documents necessary to facilitate the actions of the Company as described herein.

Dated to be effective as of January 21, 2015.

Tania Martin-Mercado
Tania Martin-Mercado (Jan 23, 2015)

Tania Martin-Mercado - Sole Director

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